

Current Report

No. 79/28.09.2023

To: Financial Supervisory Authority
Bucharest Stock Exchange

Current report in compliance with the stipulations of article no. 139 from the Law no. 24/2017 regarding Issuers of financial instruments and market operations and with the stipulations of the art. 234 from the Regulation no. 5/2018 issued by the Financial Supervisory Authority regarding Issuers of financial instruments and market operations

Date of report: **28 September 2023**

Name of issuer: **Alro S.A.**

Headquarters: **Slatina, 116 Pitesti Street, Olt County**

Telephone/ fax number: **+40 249 431 901 / +40 249 437 500**

Sole registration number at the Trade Register Office: **RO 1515374**

Trade Register Number: **J28/8/1991**

The European Unique Identifier (EUID): **ROONRCJ28/8/1991**

Legal Entity Identifier (LEI): **5493008G6W6SORM2JG98**

Subscribed and paid-in share capital: **356,889,567.5 RON**

Regulated market on which the issued shares are traded: **Bucharest Stock Exchange – Premium Category** (market symbol: **ALR**)

We hereby inform all persons who may be interested in the summoning of the Extraordinary General Shareholders' Meeting of Alro S.A., as follows:

- I. Further to its Resolution no. 1709 dated 28 September 2023, the Board of Directors of Alro S.A. (hereinafter referred to as the "Company"), with registered office in Slatina, 116 Pitesti Street, Olt County, Romania, registered with the Trade Registry under no. J28/8/1991, Sole Registration Code RO1515374, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Extraordinary General Meeting of Shareholders registered in the Shareholders' Registry at the end of the day of **19 October 2023**, considered reference date, for the date of **31st October 2023, starting with 09:00 AM** at the registered office of the Company in Slatina, 116 Pitesti Street, Olt County, Romania.

Should, on the above-mentioned date, the attendance quorum provided by the Articles of Incorporation of the Company be not met, according to art. 118 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, the second Extraordinary General Meeting of the Shareholders is convened and set for the date of **1st November 2023, starting with 09:00 AM** at the Company's registered office in Slatina, 116 Pitesti Street, Olt County, Romania.

- II. The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the non-implementation of the transactions approved at points 1-3 of Decision no. 738 of the Extraordinary General Meeting of the Company's Shareholders of 19.09.2023, as a result of the change in the structure of the Company's financing/refinancing transaction following negotiations with the Company's lenders.
2. Approval of the granting by the Company of the following guarantees:
 - (i) immovable mortgages on the key immovable assets of the Company (the "Immovable Mortgage Agreement");
 - (ii) movable mortgages on the following movable assets held by the Company: (a) the current and future bank accounts opened by the Company, as well as all the amounts of money existing at any moment in these bank accounts, except for some excluded accounts as shall be agreed

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with the lenders; (b) the current and future movable assets, with an individual value higher than USD 10,000; (c) the Company's current and future stocks of raw materials and products; (d) the current and future receivable rights of the Company, resulting from its present and future contracts concluded in the ordinary course of performing the activity of its enterprise, except for some excluded receivables, as shall be agreed with the lenders; and (e) the rights related to the receivables from the insurance policies concluded by the Company in relation with the goods that are object of the movable mortgage agreement (the "Movable Mortgage Agreement")

The Immovable Mortgage Agreement and the Movable Mortgage Agreement will be collectively referred to as "Mortgages". The Mortgages will guarantee the fulfillment by the Company of the additional obligations estimated by the parties in the amount of USD 30,000,000 consisting of interest, commissions and other costs resulting from the extension of the revolving credit facilities in the total amount of USD 150,000,000 from the credit facility agreement concluded on December 14, 2015 between the Company, as borrower, on the one hand, and a syndicate of banks, as lenders, on the other hand, as such agreement was or will be subsequently modified and reconfirmed (the "Credit Facility Agreement").

3. Approval of the authorization of the Company's Board of Directors to approve the almost final forms of all the documents related to the above transaction, including, if the case may be, any documentation regarding understandings between the creditors, including Black Sea Trade and Development Bank, as well as to empower the General Manager and the Financial Manager to negotiate and sign, in the name and on behalf of the Company such documents and any other documents, requests, notifications etc. related to the implementation of the above transaction, respecting the right of sub-mandate of the General Manager and the Financial Director.
4. Approval to empower Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders' resolutions.
5. Approval of the date of **28 November 2023** as registration date, for the opposability of all the decisions made by the Extraordinary General Meeting of the Shareholder, in accordance with the provisions of art. 87 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations.
6. Approval of the date of **27 November 2023** as *ex date* in accordance with the provisions of art. 187 point 11 of Regulation no. 5/2018 regarding the issuers of the financial instruments and market operations issued by the Financial Supervisory Authority.

III. One or more shareholders, holding, individually or together, at least 5% from the share capital of the Company, has/have the right:

- (a) to include new items on the agenda of the General Meeting of the Shareholders (each new item shall be submitted together with an explanation or a draft resolution in order to be adopted in the General Meeting) and
- (b) to submit draft resolutions for items included or to be included on the agenda of the General Meeting of the Shareholders,

within 15 days from the date this summons has been published, i.e. not later than **16 October 2023**.

The shareholders rights mentioned at points (a) and (b) shall be exercised only in writing.

IV. The shareholders are entitled to ask questions related to items on the agenda of the above-mentioned general meeting; the answers to be published on the Company's Internet website page www.alro.ro.

The questions shall be submitted or sent at the registered office of the Company in such way to be registered at the Registration Office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, not later than **23 October 2023, hours 3:00 PM**, in a sealed envelope

bearing the clearly written statement in capital letters: **“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 31st OCTOBER/1st NOVEMBER 2023”**.

- V. The registered shareholders at the reference date shall exercise the right to participate and vote in the Extraordinary General Meeting of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law.
- VI. In case the shareholders appoint representatives for participation and voting in the Extraordinary General Meeting of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.
- VII. The bulletin forms for vote via correspondence and the special proxy forms for representation of the shareholders in the Extraordinary General Meeting of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company www.alro.ro.
- VIII. Correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to cstoian@alro.ro - **with a read receipt request**, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the Registration Office of the Company/received at the e-mail address cstoian@alro.ro, not later than **29 October 2023, hours 7:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 31st OCTOBER/1st NOVEMBER 2023”**.

In case of the correspondence vote forms sent with incorporated extended electronic signature, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.

- IX. The correspondence vote forms which shall not have been received in the form and within the term provided for under art. VIII of this Summons shall not be taken into account when the presence and the voting quorum are established and when the votes are counted in the Extraordinary General Meeting of the Shareholders.
- X. The proxies for shareholders' representation in the General Meeting, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative's signature, through certified mail, to the Registration Office of the Company or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to cstoian@alro.ro - **with a read receipt request**, in such way to be registered at the registry of the Company//received at the e-mail

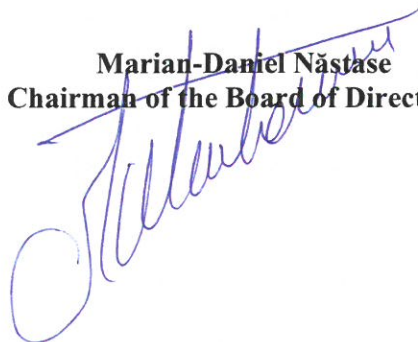
address cstoian@alro.ro not later than **29 October 2023, hours 7:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 31st OCTOBER/1st NOVEMBER 2023.**

In case of the proxies sent with incorporated extended electronic signature, Alro makes available to the senders the phone number +40 (0)249 431 901, interior 1291 for verification of the receiving of the e-mail containing the vote expressed.

- XI.** Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Extraordinary General Meeting of the Shareholders convened for **31st October/1st November 2023** personally, via correspondence or through a representative with proxy.
- XII.** The documents and information related to the items of the agenda of the Extraordinary General Meeting of the Shareholders, as well as the draft decisions related to the items on the agenda of the General Meeting, the Correspondence vote forms and the proxy forms for representation of the shareholders in the Extraordinary General Meeting of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by Alro's shareholders are made available for the shareholders at the registered office of the Company from Slatina, 116 Pitesti Street, Olt County, Romania, and are posted on the website of the Company www.alro.ro starting from the date of **29 September 2023, starting with hours 4:00 pm.**

Any additional information may be obtained at phone no. 0249-434.302.

Marian-Daniel Năstase
Chairman of the Board of Directors



Gheorghe Dobra, Ph.D.
General Manager

